

FEB 17 '11 -3 33 PM

SURFACE TRANSPORTATION BOARD



February 17, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Rider No.2 to the Master Lease Agreement dated as of February 14, 2011 between the following parties:

Lessee: Domtar A.W. LLC
100 Kingsley Park Drive
Fort Mill, SC 29715-6476

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (12) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 2 to the Master Lease Agreement dated as of February 14, 2011 related to twelve (12) railcars bearing reporting marks: TKEN 81687 – 81714, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

Julie Woodard
Documentation Coordinator

FEB 17 '11 -3 33 PM

**MEMORANDUM OF RIDER NO. 2 TO THE
MASTER LEASE AGREEMENT****SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RIDER NO. 2 TO THE MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 14th day of February, 2011, is intended to evidence the master lease agreement dated as of August 24, 2010 and subsequent rider number 2 to the master lease agreement dated December 15, 2010, (collectively, the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **DOMTAR PAPER COMPANY, LLC**, a Delaware limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twelve (12) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below the signature.

THE DAVID J. JOSEPH COMPANYBy: Kelly C. Poellein

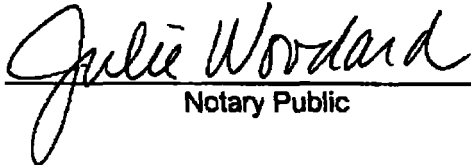
Name: Kelly C. Poellein

Title: Vice President Finance - Brokerage

Date: February 14, 2011

STATE OF OHIO)
)
COUNTY OF HAMILTON) **SS:**

The foregoing instrument was acknowledged before me this 14th day of February, 2011, by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

EXHIBIT A

To the Memorandum of Lease dated February 14, 2011, between The David J. Joseph Company and Domtar Paper Company, LLC.

DESCRIPTION OF UNITS

Twelve (12) railcars bearing reporting marks:

TKEN 81687
TKEN 81692
TKEN 81693
TKEN 81697
TKEN 81698
TKEN 81699
TKEN 81702
TKEN 81704
TKEN 81707
TKEN 81709
TKEN 81712
TKEN 81714